

# **EXHIBIT C**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

THE HERTZ CORPORATION, *et al.*,<sup>1</sup>  
  
Debtors.

Chapter 11

Case No. 20-11218 (MFW)

(Jointly Administered)

**Objection Deadline: August 5, 2020, at 4:00 p.m. (ET)**

**Hearing Date: August 12, 2020, at 10:30 a.m. (ET)**

**DECLARATION OF COMMITTEE CHAIR IN SUPPORT  
OF APPLICATION OF THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS, PURSUANT TO SECTION 328 AND 1103  
OF THE BANKRUPTCY CODE AND FEDERAL RULE OF BANKRUPTCY  
PROCEDURE 2014 FOR AN ORDER APPROVING THE RETENTION  
AND EMPLOYMENT OF BENESCH, FRIEDLANDER, COPLAN & ARONOFF LLP  
AS DELAWARE COUNSEL TO THE COMMITTEE  
NUNC PRO TUNC TO JUNE 15, 2020**

I, James Sheppard, as authorized representative of the Committee, declare under penalty of perjury as follows:

1. I am an authorized representative of Southwest Airlines Co. (“**Southwest Airlines**”). The Official Committee of Unsecured Creditors (the “**Committee**”) appointed in the above-captioned Chapter 11 proceedings (the “**Chapter 11 Cases**”) of the above-captioned debtors and debtors in possession (collectively the “**Debtors**”) elected Southwest Airlines as the Committee Chair. I am authorized to submit this declaration (the “**Declaration**”) in support of the *Application of the Official Committee of Unsecured Creditors, Pursuant to Sections 328 and 1103 of the Bankruptcy Code and Federal Rule of Bankruptcy Procedures 2014 for an Order Approving*

---

<sup>1</sup> The last four digits of The Hertz Corporation’s tax identification number are 8568. The location of the debtors’ service address is 8501 Williams Road, Estero, FL 33928. Due to the large number of debtors in these chapter 11 cases, for which joint administration for procedural purposes has been approved, a complete list of the debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the debtors’ claims and noticing agent at <https://restructuring.primeclerk.com/hertz>.

*the Retention and Employment of Benesch, Friedlander, Coplan & Aronoff LLP as Delaware Counsel to the Committee Nunc Pro Tunc to June 15, 2020* (the “**Application**”)<sup>2</sup> on behalf of the Committee. I am competent to make this declaration in support of the Application.

2. This declaration is provided pursuant to the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of June 11, 2013* (the “**Revised U.S. Trustee Fee Guidelines**”). Except as otherwise noted, all facts in this Declaration are based on my personal knowledge of the matters set forth herein, information gathered from my review of relevant documents, and information supplied to me by Benesch, Friedlander, Coplan & Aronoff LLP (“**Benesch**”).

#### **The Committee’s Selection of Benesch as Delaware Bankruptcy Counsel**

3. The Committee proposes that Benesch serve as its Delaware bankruptcy counsel. The Committee recognizes that a review process is necessary in managing counsel to ensure that bankruptcy professionals are subject to the same scrutiny and accountability as professionals in non-bankruptcy engagements. Here, the Committee utilized a review process that assessed potential committee counsel based on their expertise in the relevant legal issues and in similar proceedings to serve as Delaware bankruptcy counsel to the Committee.

4. On June 11, 2020, the United States Trustee for the District of Delaware (the “**U.S. Trustee**”), pursuant to sections 1102(a) and (b) of Title 11 of the Bankruptcy Code, appointed the Committee [Dkt. No. 392]. The members of the Committee are: (i) American Automobile Association, Inc., (ii) Emma Bradley, (iii) Janice Dawson, (iv) International Brotherhood of Teamsters, (v) Pension Benefit Guaranty Corporation, (vi) Sirius XM Radio Inc., (vii) Southwest

---

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

Airlines Co., (viii) U.S. Bank National Association, as indenture trustee and (ix) Wells Fargo Bank, N.A., as indenture trustee. The Committee elected Southwest Airlines to serve as Committee Chair.

5. On June 11, 2020 the Committee held a meeting and, among other things, voted to retain Kramer Levin as its bankruptcy counsel, subject to Court approval. On June 15, 2020, the Committee met and voted to retain Benesch as Delaware bankruptcy counsel. The Committee believes that Benesch's extensive experience in corporate reorganizations, both out of court and under Chapter 11 of the Bankruptcy Code, makes it well qualified to represent the Committee as Delaware bankruptcy counsel in these Chapter 11 Cases in an efficient and timely manner. Thus, the Committee decided to retain Benesch as the Committee's proposed Delaware bankruptcy counsel during these Chapter 11 Cases.

#### **Rate Structure**

6. Benesch has informed the Committee that its rates for bankruptcy representations are consistent with and comparable to the rates Benesch charges for non-bankruptcy representations. Benesch has informed the Committee that its current hourly rates apply to non-bankruptcy services, if any, provided by the Firm, unless a contingent fee, mixed contingent fee, flat fee, or blended rate arrangement is agreed upon.

#### **Cost Supervision**

7. The Committee will approve any prospective budget and staffing plan provided by Benesch, recognizing that, in the course of large Chapter 11 Cases (like these Chapter 11 Cases), it is possible that there may be a number of unforeseen fees and expenses that will need to be addressed by the Committee and its professionals. I further recognize that it is the Committee's responsibility to closely monitor the billing practices of their professionals to ensure the fees and

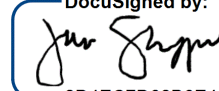
expenses paid by the estates remain consistent with the Committee's expectations and the exigencies of the Chapter 11 Cases. The Committee will continue to review the invoices that Benesch regularly submits, and, together with Benesch, periodically amend any budget and staffing plans, as the case develops.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: July 22, 2020

**THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF THE  
HERTZ CORPORATION, ET AL.,**

DocuSigned by:



By: 2D4EC7D62B6E4CB...  
James Sheppard, on behalf of Southwest  
Airlines Co., in its capacity as Chair of the  
Official Committee of Unsecured Creditors  
of The Hertz Corporation, *et al.*